

RECORDATION NO. 23868-B FILED

AUG 16 '02 5-22 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 16, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Trust Indenture, dated as of August 14, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of [C] Trust Indenture and Security Agreement and [C] Trust Indenture Supplement No. 1 which was previously filed with the Board under Recordation Number 23868.

The names and addresses of the parties to the enclosed document are:

Borrower:	Trinity Industries Leasing Company 2525 Stemmons Parkway Dallas, Texas 75207
Guarantor:	Trinity Industries, Inc. 2525 Stemmons Parkway Dallas, Texas 75207
Trustee:	The Bank of New York 48 Wall Street New York, New York 10005

Mr. Vernon A. Williams  
August 16, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

127 railcars within the series WLPX 10160 - WLPX 10292 as set forth on  
the exhibit attached to the release.

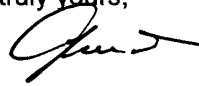
A short summary of the document to appear in the index is:

Partial Release of Trust Indenture.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23868-B

AUG 16 '02

5-22 PM

**PARTIAL RELEASE OF TRUST INDENTURE**

**SURFACE TRANSPORTATION BOARD**

Reference is hereby made to that certain [C] Trust Indenture and Security Agreement dated February 15, 2002 (the "Trust Indenture") by and among Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor"), and The Bank of New York (the "Trustee") and the Memorandum of [C] Trust Indenture and Security Agreement and [C] Trust Indenture Supplement No. 1 dated February 15, 2002 by and among the Company, the Guarantor and the Trustee and recorded on February 15, 2002 with the Surface Transportation Board at Recordation No. 23868 and with the Registrar General of Canada at 9:42 a.m. (the "Memorandum of Indenture"). All capitalized terms used herein but not defined here shall have the meanings ascribed thereto in the Trust Indenture.

KNOW ALL PERSONS BY THESE PRESENTS, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Trustee does hereby fully and finally release and discharge from the security interest and other encumbrances of the Trust Indenture the Equipment described on Annex A and the Leases described on Annex B attached hereto and made a part hereof. All other provisions of the Trust Indenture including the liens and encumbrances therein granted remain in full force and effect, except as amended hereby.

The Surface Transportation Board is hereby requested to note this Partial Release of Trust Indenture (the "Partial Release") upon the margin of the Memorandum of Indenture, as recorded.

This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby  
this \_\_\_\_ day of August, 2002.

TRINITY INDUSTRIES LEASING COMPANY

By: 

Its: VP

TRINITY INDUSTRIES, INC.

By: 

Its: Treasurer

THE BANK OF NEW YORK

By: \_\_\_\_\_

Its: \_\_\_\_\_

WITNESS the due execution hereof with the intent to be legally bound hereby  
this 14<sup>th</sup> day of August, 2002.

TRINITY INDUSTRIES LEASING COMPANY      TRINITY INDUSTRIES, INC.

By: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

Its: \_\_\_\_\_

THE BANK OF NEW YORK

By: \_\_\_\_\_

Its: \_\_\_\_\_

  
BEATA HRYNIEWICKA  
ASSISTANT TREASURER

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a VP of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such VICE PRESIDENT being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the corporation by her/himself as a VICE PRESIDENT of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 15<sup>th</sup> day of August, 2002.

Patricia A. Theiss  
Notary Public

MY COMMISSION EXPIRES:

1-28-04



STATE OF Texas )  
COUNTY OF Dallas )

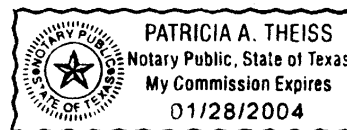
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Neil O. Shoop, who upon oath, acknowledged himself to be a Treasurer of TRINITY INDUSTRIES, INC., a corporation, and that s/he as such TREASURER being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the corporation by her/himself as a TREASURER of Trinity Industries, Inc.

WITNESS my hand and official seal this 15<sup>th</sup> day of August, 2002.

Patricia A. Theiss  
Notary Public

MY COMMISSION EXPIRES:

1-28-04



STATE OF New York )  
COUNTY OF New York )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared BEATA HRYNIEWICZ upon oath, acknowledged himself to be a Assistant Treasurer of THE BANK OF NEW YORK, and that he as such Assistant Treasurer being authorized to do so, executed the foregoing Partial Release of Trust Indenture for the purposes therein contained by signing the name of the bank by himself as a Assistant Treasurer of The Bank of New York.

WITNESS my hand and official seal this 16<sup>th</sup> day of August, 2002.

  
Notary Public

MY COMMISSION EXPIRES:

5/18/06

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CAS027729  
Qualified in Bronx County  
Commission Expires May 18, 2006

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## **ANNEX A**



**TRINITY INDUSTRIES LEASING COMPANY  
ETC 12 RELEASED UNITS SCHEDULE  
AS OF JULY 31, 2002**

**Pool C**

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	WLPX010160	46	WLPX010205	91	WLPX010250
2	WLPX010161	47	WLPX010206	92	WLPX010251
3	WLPX010162	48	WLPX010207	93	WLPX010252
4	WLPX010163	49	WLPX010208	94	WLPX010253
5	WLPX010164	50	WLPX010209	95	WLPX010254
6	WLPX010165	51	WLPX010210	96	WLPX010255
7	WLPX010166	52	WLPX010211	97	WLPX010256
8	WLPX010167	53	WLPX010212	98	WLPX010257
9	WLPX010168	54	WLPX010213	99	WLPX010258
10	WLPX010169	55	WLPX010214	100	WLPX010259
11	WLPX010170	56	WLPX010215	101	WLPX010260
12	WLPX010171	57	WLPX010216	102	WLPX010261
13	WLPX010172	58	WLPX010217	103	WLPX010262
14	WLPX010173	59	WLPX010218	104	WLPX010263
15	WLPX010174	60	WLPX010219	105	WLPX010264
16	WLPX010175	61	WLPX010220	106	WLPX010265
17	WLPX010176	62	WLPX010221	107	WLPX010266
18	WLPX010177	63	WLPX010222	108	WLPX010267
19	WLPX010178	64	WLPX010223	109	WLPX010268
20	WLPX010179	65	WLPX010224	110	WLPX010269
21	WLPX010180	66	WLPX010225	111	WLPX010270
22	WLPX010181	67	WLPX010226	112	WLPX010271
23	WLPX010182	68	WLPX010227	113	WLPX010272
24	WLPX010183	69	WLPX010228	114	WLPX010273
25	WLPX010184	70	WLPX010229	115	WLPX010274
26	WLPX010185	71	WLPX010230	116	WLPX010275
27	WLPX010186	72	WLPX010231	117	WLPX010276
28	WLPX010187	73	WLPX010232	118	WLPX010277
29	WLPX010188	74	WLPX010233	119	WLPX010278
30	WLPX010189	75	WLPX010234	120	WLPX010279
31	WLPX010190	76	WLPX010235	121	WLPX010280
32	WLPX010191	77	WLPX010236	122	WLPX010281
33	WLPX010192	78	WLPX010237	123	WLPX010282
34	WLPX010193	79	WLPX010238	124	WLPX010283
35	WLPX010194	80	WLPX010239	125	WLPX010284
36	WLPX010195	81	WLPX010240	126	WLPX010285
37	WLPX010196	82	WLPX010241	127	WLPX010286
38	WLPX010197	83	WLPX010242		
39	WLPX010198	84	WLPX010243		
40	WLPX010199	85	WLPX010244		
41	WLPX010200	86	WLPX010245		
42	WLPX010201	87	WLPX010246		
43	WLPX010202	88	WLPX010247		
44	WLPX010203	89	WLPX010248		
45	WLPX010204	90	WLPX010249		

Pool A

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## **ANNEX B**

TRINITY INDUSTRIES LEASING COMPANY  
ETC 12 RELEASED UNITS SCHEDULE  
AS OF JULY 31, 2002

Pool C

Released Equipment

<u>ID</u>	<u>Lessee Number</u>	<u>Rider</u>
1	8315	4

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/16/02



\_\_\_\_\_  
Robert W. Alvord